

# SCHIFF HARDIN & WAITE

A Partnership Including Professional Corporations

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WASHINGTON OFFICE:

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No. 6 120A-69  
Date 4-30-86  
Fee \$ 10.00  
By Messenger  
ICC Washington, D.C.

April 30, 1986

RECORDATION NO. 8261 Z Filed 1925

APR 30 1986 -3 22 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 5561 C Filed 1925

APR 30 1986 -3 22 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C.

**Re: Confirmatory Amendment to Lease Dated as of August 22, 1985  
By and Between Ford Motor Credit Company, Lessor, and  
Consolidated Rail Corporation, Lessee**

Dear Sir or Madam:

We have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Confirmatory Amendment to Lease dated as of August 22, 1985, by and between Ford Motor Credit Company, the Lessor, and Consolidated Rail Corporation, the Lessee, to that certain Lease of Railroad Equipment (dated as of January 30, 1970), between the Lessor and Penn Central Transportation Company. The primary documents to which this is connected are recorded under Recordation Nos. 5565 and 8261.

The names and addresses of the parties to the documents are as follows:

Lessor: Ford Motor Credit Company  
The American Road  
Dearborn, Michigan 48121

Lessee: Consolidated Rail Corporation  
Six Penn Center Plaza  
Philadelphia, Pennsylvania 19104

A description of the equipment covered by this document follows:

APR 30 3 47 PM '86  
MOBILE

*C. Am. Express - G. L. Allen*

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Secretary  
Interstate Commerce Commission  
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## EQUIPMENT

<u>Group Number</u>	<u>Type of Unit</u>	<u>Number of Units</u>	<u>Original Car Numbers</u>
(1)	86' 100-ton Box Cars	90	295623 through 295628 295686 through 295726 295629 through 295656 295657 through 295671
(2)	86' 100-ton Box Cars	17	295672 through 295685 295727 through 295729
(3)	52.5' 100-ton Gondolas	28	564695 and 564698 and 564703 and 564706 and 564710 and 564715 through 564718 and 564744 and 564748 and 564769 and 564777 and 564779 and 564781 and 564783 and 564805 and 564815 and 564831 and 564854 and 564871 and 564878 and 564889 and 564903 and 564904 and 564920 and 564935 and 564940
(4)	52.5' 100-ton Gondolas	96	40,000 through 40,043 and 40,045 through 40,063 and 40,065 through 40,081 and 40,084 through 40,099
(5)	100-ton Coil Steel Flat Cars	132	752600 through 752697 and 752699 through 752712 and 752714 through 752721 and 752723 through 752734
(6)	86' 70-ton High Cube Box Cars	15	295607 through 295619 and 295621 through 205622

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Interstate Commerce Commission  
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## LEASE TERM

<u>Car Group</u>	<u>Original Lease Term Expired; First Renewal Lease Term Commenced</u>	<u>First Renewal Lease Term Expires</u>
(1)	March 31, 1985	March 31, 1990
(2)	June 30, 1985	June 30, 1990
(3), (4), (5) and (6)	February 28, 1985	February 28, 1990

A fee of \$10.00 is enclosed. Please stamp the enclosed copy of our transmittal letter and return it to our messenger. Please return the original document and any extra copies not needed by the Commission for recordation to the attention of: Mr. Scott E. Pickens, Schiff Hardin & Waite, 7200 Sears Tower, Chicago, Illinois 60606.

A short summary of the document to appear in the index follows:

"Confirmatory Amendment to Lease dated as of August 22, 1985, by and between Ford Motor Credit Company, Lessor, and Consolidated Rail Corporation, Lessee, to that certain Lease of Railroad Equipment dated as of January 30, 1970, between Lessor and Penn Central Transportation Company."

Very truly yours,



Melissa C. Kovacs  
Legal Assistant

MCK/jp  
Enclosure

cc: Scott E. Pickens

APR 30 1986 -3 55 PM

CONFIRMATORY AMENDMENT TO LEASE INTERSTATE COMMERCE COMMISSION

This Confirmatory Amendment dated as of August 22, 1985, (this "Amendment") by and between Ford Motor Credit Company, a Delaware corporation (the "Lessor"), and Consolidated Rail Corporation, a Pennsylvania corporation ("Lessee"), to that certain Lease of Railroad Equipment (the "Lease") dated as of January 30, 1970, between Lessor and Penn Central Transportation Company ("PCT").

RECITALS

(a) The Lease was filed with the Interstate Commerce Commission ("ICC") of the United States (ICC Recordation No. 5565).

(b) The trustees of PCT assigned the Lease, effective as of April 1, 1976, to Lessee, and Lessee assumed the Lease, pursuant to an assignment (the "Assignment") on file with the ICC (ICC Recordation No. 8261), and the Notice of Assignment (the "Notice") from Lessee to Lessor has been placed on file with the Lease in the office of the ICC.

(c) The Lease was extended as to the railroad equipment described on Schedule A hereto (the "Equipment") pursuant to an agreement between the parties and the parties desire to confirm such agreement pursuant hereto in connection with the transfer of Lessor's interest in the Lease and the Equipment, to Residual Based Finance Corporation, an Illinois corporation ("RBF").

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) paid in hand, paid by RBF to each of Lessor and Lessee, and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and in consideration of the mutual promises contained herein, the parties agree as follows:

1. As to the Equipment, the term of the Lease is hereby extended for a period of five years commencing on the original respective scheduled expiration dates of the term of lease of each of the "Units" (as defined in the Lease), with the effect as if Lessee gave Lessor notice as required as to such extension, under Section 12 of the Lease. As to the Equipment, the Lease continues in full force and effect and the provisions of Section 12 of the Lease granting Lessee certain purchase and renewal options shall apply. As to the Units other than the Equipment, the parties shall have the respective rights and duties provided for in the Lease.

2. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto, and their respective successors and assigns.

WITNESS the due execution hereof as of the day and year first written above.

FORD MOTOR CREDIT COMPANY

[SEAL]

By: [Signature]  
Title: SENIOR INVESTMENT OFFICER

ATTEST:

[Signature]  
ASSISTANT Secretary

CONSOLIDATED RAIL CORPORATION

[SEAL]

By: [Signature]  
Title: ASSISTANT TREASURER-FINANCING

ATTEST:

[Signature]  
Secretary

RESIDUAL BASED FINANCE CORPORATION hereby acknowledges receipt of the foregoing Amendment and consents thereto this 22nd day of August, 1985.

RESIDUAL BASED FINANCE CORPORATION

By: [Signature]  
Title: President

[SEAL]

ATTEST:

[Signature]  
Secretary

[Add ICC forms of acknowledgement]

THIS IS COUNTERPART NO. 4 OF 5  
SERIALLY NUMBERED, MANUALLY EXECUTED  
COUNTERPARTS. TO THE EXTENT, IF ANY,  
THAT THIS LEASE CONSTITUTES CHATTEL  
PAPER UNDER THE UCC, NO SECURITY INTEREST,  
AND NO RIGHT, TITLE OR INTEREST IN THIS  
LEASE MAY BE CREATED THROUGH THE TRANSFER  
AND POSSESSION OF ANY COUNTERPART OTHER  
THAN COUNTERPART NO. 1. THIS LEASE HAS  
BEEN ASSIGNED TO AND IS SUBJECT TO A  
SECURITY INTEREST IN FAVOR OF  
THE PHILADELPHIA SAVING FUND SOCIETY

Schedule AEQUIPMENT

<u>Group Number</u>	<u>Type of Unit</u>	<u>Number of Units</u>	<u>Car Numbers</u>
(1)	86' 100 ton Box Cars	90	295623 through 295628 295686 through 295726 295629 through 295656 295657 through 295671
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LEASE TERM

<u>Car Group</u>	<u>Original Lease Term Expired; First Renewal Lease Term Commenced</u>	<u>First Renewal Lease Term Expires</u>
(1)	March 31, 1985	March 31, 1990
(2)	June 30, 1985	June 30, 1990
(3),(4), (5) and (6)	February 28, 1985	February 28, 1990

STATE OF Illinois )  
 )  
COUNTY OF Cook ) SS:

On this 28th day of August, 1985, before me personally appeared Vincent A. Kolber, to me personally known, who being by me duly sworn says that he is a President of Residual Based Finance Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[SEAL]

Melissa C. Kovacs  
Notary Public

My Commission Expires:

My Commission Expires March 29, 1986

This Instrument Prepared by:

Scott E. Pickens  
Schiff Hardin & Waite  
7200 Sears Tower  
Chicago, Illinois 60606  
(312)876-1000

STATE OF Michigan )  
COUNTY OF Wayne ) SS:

On this 27th day of August, 1985, before me personally appeared  
R. G. Pompea, to me personally known, who being  
by me duly sworn says that (s)he is a Senior Investment Officer  
of Ford Motor Credit Company, that the seal affixed to the foregoing  
instrument is the corporate seal of said corporation, that said  
instrument was signed and sealed on behalf of said corporation by  
authority of its Board of Directors, and (s)he acknowledged that the  
execution of the foregoing instrument was the free act and deed of said  
Corporation.

(SEAL)

Denise A. Butler  
Notary Public

My Commission Expires:

DENISE A. BUTLER

Notary Public, Wayne County, Michigan

My Commission Expires November 21, 1987



~~Commonwealth~~

STATE OF Pennsylvania )  
COUNTY OF Philadelphia ) SS:

On this 26<sup>th</sup> day of August, 1985, before me personally appeared J. A. Warner, to me personally known, who being by me duly sworn says that (s)he is an Assistant Treasurer - Financing of Consolidated Rail Corp., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[SEAL]

Marianne C. Baker  
Notary Public

My Commission Expires:

MARIANNE C. BAKER  
Notary Public, Phila., Phila. Co.  
My Commission Expires Aug. 4, 1986

This Instrument Prepared by:

Scott E. Pickens  
Schiff Hardin & Waite  
7200 Sears Tower  
Chicago, Illinois 60606  
(312) 876-1000